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FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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(Mark One)

D92-2232

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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For the quarterly period ended: March 31, 1992

OR

[ ] TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

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Commission file Number 0-12709

BANKS OF MID-AMERICA, INC.

(Exact Name of Registrant as specified in its charter)

Delaware	73-0777678
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

100 North Broadway
Oklahoma City, OK 73102
(Address of principal executive offices)
(Zip Code)

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(405) 231-6000
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of May 10, 1992
Common Stock	8,804,714

This document is comprised of 22 pages

BANKS OF MID-AMERICA, INC.
FIRST QUARTER REPORT 1992

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FINANCIAL HIGHLIGHTS

Banks of Mid-America, Inc.

	March 31, 1992	March 31, 1991
	(Amounts in thousands, except per share data)	
Three Months Ended		
Total Revenues	$ 45,720	$ 49,105
Net Interest Income	15,795	14,442
Net Income	4,466	1,958
Net Income – Primary and Fully-diluted Per Common Share	.50	.22
At Quarter End		
Loans	$ 764,341	$ 845,479
Earning Assets	1,779,732	1,777,483
Assets	2,237,289	2,230,695
Deposits	1,818,713	1,683,277
Total Shareholders' Investment	164,745	155,698
Book Value Per Common Share	18.71	17.75
Ratios		
Capital Ratios		
Leverage	7.33%	6.91%
Risk-based	16.22	14.45
Rate of Return on		
Average Total Assets	.82	.35
Average Total Shareholders' Investment	10.99	5.10
At Quarter End		
Shares of Common Stock, Net of Treasury Stock (in thousands)		
Outstanding	8,805	8,772
Fully-diluted	8,905	8,772

Banks of Mid-America, Inc.

Banks of Mid-America, Inc. and its subsidiaries (the "Company") provide a broad range of banking and financial services to meet the diverse needs of individual and corporate customers in the Oklahoma City and Tulsa metropolitan areas, all of Oklahoma and the Mid-America region. Liberty Bank and Trust Company of Oklahoma City, N.A. ("Liberty Oklahoma City") and Liberty Bank and Trust Company of Tulsa, N.A. ("Liberty Tulsa") are the Company's principal subsidiaries. Liberty Mortgage Company, a subsidiary of Liberty Oklahoma City, engages in mortgage banking activities.

On February 28, 1992 Liberty Oklahoma City and Liberty Tulsa changed their respective names from The Liberty National Bank and Trust Company of Oklahoma City and The First National Bank and Trust Company of Tulsa. Furthermore, the Board of Directors is recommending a change in the name of the holding company as well as a change in domicile for consideration at the annual shareholders' meeting in May, 1992. The proposed name will be Liberty Bancorp, Inc. The Company will become an Oklahoma corporation instead of a Delaware corporation with the change in domicile.

The Company has fourteen full-service banking locations in Oklahoma from which it provides its financial services – downtown, midtown, north central, northwest and southwest Oklahoma City, downtown and southeast Tulsa, south Edmond and downtown and northwest Norman. In addition, it has three limited service detached drive-in facilities in Oklahoma City, Tulsa and Norman. Liberty Mortgage Company conducts residential mortgage operations from the main bank location, two Liberty Oklahoma City branch bank locations in Oklahoma City and one location in Edmond. Liberty Tulsa has a residential mortgage operation in one of its branch banks. Commercial mortgage operations are available at the main bank locations of Liberty Oklahoma City and Liberty Tulsa.

This Financial Review should be read in conjunction with the consolidated financial statements, notes to the financial statements and the supplemental statistical and financial data presented elsewhere in this report.

General Conditions and Performance Summary: First Three Months of 1992 Compared to First Three Months of 1991

For the first three months of 1992, the Company reported net income of $4.5 million or $.50 per common share. This compares to net income of $2.0 million or $.22 per common share for the first three months of 1991. The increase in net income from the first three months of 1991 primarily reflects higher net interest income along with greater mortgage banking income and other noninterest income.

The Company's nonperforming loans at March 31, 1992 were $36.6 million compared to $37.8 million at December 31, 1991 and $35.3 million at March 31, 1991. The decrease since year-end 1991 has primarily been in nonaccrual loans which decreased from $37.0 million to $34.8 million. OREO, net of reserves, decreased to $27.9 million at March 31, 1992, compared to $36.2 million at December 31, 1991, and $57.5 million at March 31, 1991. The decrease in OREO since year-end primarily reflects real estate sales. The Company continues to place a high priority on the reduction of nonperforming assets.

Net Interest Income

On a tax-equivalent basis, net interest income for the first three months of 1992 increased $1.2 million or 8.2% to $16.4 million from $15.2 million for the first three months of 1991. The tax equivalent net interest margin was 3.6% for the first three months of 1992 compared to 3.4% for the same period in 1991. Because of net operating loss carryforwards, the Company does not receive full benefits from tax-exempt assets. For comparative purposes, however, tax-equivalent income and net interest margins are computed using the statutory tax rate of 34%.

Tax-equivalent interest income amounted to $33.6 million for the first three months of 1992 compared to $39.8 million in the same period of 1991. The decreased level of interest income is primarily due to lower interest rates. Average yield on earning assets declined to 7.4% in the first three months of 1992 from 8.8% in the first three months of 1991.

Total interest expense amounted to $17.1 million for the first three months of 1992 compared to $24.6 million for the first three months of 1991. This reduction is a result of the decline in interest rates which have continually decreased for the previous eleven quarters.

Noninterest Income

Noninterest income for the first three months of 1992 increased $2.7 million or 26.7% from the first three months of 1991. Mortgage banking income increased $855 thousand or 79.4% during the first three months of 1992 primarily due to increased service fees as a result of mortgage servicing acquired in the latter half of 1991 and greater gains on sales. Trust fees increased $384 thousand or 10.4%. Securities gains totaled $62 thousand compared to gains of $101 thousand in 1991. Other income increased $989 thousand or 58.5% partially as a result of higher commitment fees, other loan fees, gains from asset sales and other noninterest income.

Noninterest Expense

Noninterest expenses (excluding net costs of operation of OREO, which are discussed separately below in "Provisions for Possible Loan Losses and Net Costs of Other Real Estate and Assets Owned") increased $2.3 million or 10.0% to $24.8 million for the first three months of 1992 compared to $22.6 million for the same period one year ago.

The primary increase was a $2.4 million increase in other noninterest expense which included $839 thousand of additional advertising, primarily related to the Company's bank subsidiaries' name changes, an increase of $423 thousand in amortization of purchased mortgage servicing and an additional $400 thousand in provisions for corporate risk reserves.

Salaries decreased $566 thousand primarily due to provisions made in the first quarter of 1991 for an early retirement program introduced in that period and completed in the second quarter of 1991. This savings was partially offset by a 24.9% increase in the deposit insurance assessment. This increase results from increasing insurance rates passed to banks to restore the depleted funds of the Bank Insurance Fund. It is possible that the Company will be subject to further increases in insurance costs as a result of additional authority granted by the Federal Deposit Insurance Corporation ("FDIC") Improvement Act to the FDIC.

Provision for Income Taxes

The Company recorded $84 thousand in net alternative minimum tax expense in the first three months of 1992. Gross alternative minimum taxes of $1.2 million were offset by an extraordinary item of $1.1 million, representing the utilization of alternative minimum tax net operating loss carryforwards. This compares to net alternative minimum tax expense of $31 thousand for the first three months of 1991 and represents gross alternative minimum taxes of $314 thousand and an extraordinary item of $283 thousand for the same period.

Provisions for Possible Loan Losses and Net Costs of Other Real Estate and Assets Owned

Total provisions for possible losses on loans and other real estate and assets owned amounted to $77 thousand for the first three months of 1992 compared to $732 thousand for the same period of 1991. The components of these provisions are discussed below.

There were no provisions for possible loan losses made in the first quarter of 1992 as opposed to $150 thousand provided in the first three months of 1991. At March 31, 1992, the reserve for possible loan losses amounted to $25.5 million or 3.3% of total loans and 69.8% of nonperforming loans. This compares to $26.0 million (3.1% of total loans and 69.8% of nonperforming loans) at December 31, 1991 and $24.9 million (2.9% of total loans and 70.4% of nonperforming loans) at March 31, 1991. Net charge-offs for the first three months of 1992 amounted to $458 thousand compared to $129 thousand one year ago. Current year charge-offs had been substantially reserved in previous periods, and were primarily in the real estate category.

Provisions for possible losses on OREO amounted to $77 thousand for the first three months of 1992 compared to $582 thousand for the same period of 1991. OREO Charge-offs (which include losses on sales and market write-downs) for the first three months of 1992 amounted to $1.4 million compared to $2.3 million one

year ago. Total OREO reserves amounted to $10.1 million (26.6% of gross OREO carrying values) at March 31, 1992, compared to $11.4 million (24.0% of gross OREO carrying values) at December 31, 1991 and $20.4 million (26.2% of gross OREO carrying values) at March 31, 1991.

Other net costs of operation of OREO exclusive of the provision for possible losses on OREO amounted to income of $842 thousand and $734 thousand for the first three months of 1992 and 1991 respectively. Net costs of operation of OREO includes expenses related to the operation of OREO, reduced by operating income generated by and gains from the sale of OREO. Included in net costs of OREO for the three months ended March 31, 1992 are $1.0 million in gains from the disposal of OREO and $401 thousand of income on OREO properties.

The following tables summarize the activity within the consolidated reserve for possible loan losses and the reserve for possible losses on OREO for the first three months of 1992 and 1991.

	Three Months Ended March 31,	
	1992	1991
	(Dollars in thousands)	
Reserve for Possible Loan Losses		
Balance at January 1	$25,988	$24,830
Provisions for possible loan losses	–	150
Net charge-offs	(458)	(129)
Balance at March 31	$25,530	$24,851
Reserve for Possible Losses on Other Real Estate and Assets Owned		
Balance at January 1	$11,447	$22,078
Provisions for possible losses	77	582
Charge-offs	(1,409)	(2,263)
Balance at March 31	$10,115	$20,397

Credit Risk Management

The levels and composition (by type of asset) of consolidated nonperforming loans and OREO for the last five quarters are as follows:

	1992	1991			
	March 31	Dec. 31	Sept. 30	June 30	March 31
	(Dollars in thousands)				
Nonperforming Loans					
Nonaccrual	$ 34,768	$ 37,026	$ 30,120	$ 29,988	$ 31,820
Restructured	—	—	—	—	—
Past due 90 days or more	1,785	750	1,022	3,269	3,470
Total Nonperforming Loans	$ 36,553	$ 37,776	$ 31,142	$ 33,257	$ 35,290
Nonperforming loans as a % of total loans	5.08%	4.44%	3.79%	4.21%	4.17%
Analysis of Nonperforming Loans by Type					
Commercial and other	$ 10,362	$ 8,999	$ 5,481	$ 5,628	$ 5,873
Energy	1,294	1,685	1,738	1,440	1,655
Real estate	6,900	7,921	3,946	5,067	5,112
Real estate – mortgage	12,605	13,378	13,812	14,312	15,097
Correspondent and regional	4,242	4,547	4,928	5,387	5,968
Personal	1,150	1,246	1,237	1,423	1,585
Total Nonperforming Loans	$ 36,553	$ 37,776	$ 31,142	$ 33,257	$ 35,290
Reserve for Possible Loan Losses	$ 25,530	$ 25,988	$ 24,044	$ 24,295	$ 24,851
Reserve for possible loan losses as a % of nonperforming loans	69.84%	68.80%	77.21%	73.05%	70.42%
Other Real Estate and Assets Owned					
Other real estate owned	$ 35,325	$ 43,051	$ 60,990	$ 64,525	$ 72,549
Other assets	2,688	4,576	5,278	4,484	5,372
Total Other Real Estate and Assets Owned	38,013	47,627	66,268	69,009	77,921
Less Reserve for Possible Losses on Other Real Estate and Assets Owned	(10,115)	(11,447)	(17,549)	(19,224)	(20,397)
Other Real Estate and Assets Owned, Net	$ 27,898	$ 36,180	$ 48,719	$ 49,785	$ 57,524
Nonperforming loans and other real estate and assets owned, gross, as a % of					
Total loans and other real estate and assets owned	9.29%	9.51%	10.98%	11.92%	12.26%
Total assets	3.33%	3.43%	3.91%	4.62%	5.08%
Analysis of Other Real Estate and Assets Owned by Type					
Land	$ 19,965	$ 21,773	$ 25,577	$ 28,550	$ 36,121
Commercial – office buildings and motels	6,095	7,541	13,756	13,896	14,078
Commercial – shopping centers	6,938	8,429	15,929	16,393	16,189
Residential – single family	1,569	1,754	1,710	1,752	2,174
Residential – multi-family	134	3,756	3,838	3,934	3,987
Oil and gas properties	475	523	637	654	729
Other	2,837	3,851	4,821	3,830	4,643
Total Other Real Estate and Assets Owned	38,013	47,627	66,268	69,009	77,921
Less Reserve for Possible Losses on OREO/OA	(10,115)	(11,447)	(17,549)	(19,224)	(20,397)
Other Real Estate and Assets Owned, Net	$ 27,898	$ 36,180	$ 48,719	$ 49,785	$ 57,524

Nonperforming loans decreased by $1.2 million or 3.2% since December 31, 1991 and increased by $1.3 million or 3.6% from one year earlier. Much of the increase from one year ago represents the Company's financing of properties previously held in other real estate and assets owned. Subject to satisfactory payment performance over a six-month to one-year period, these loans are expected to be placed on accrual status.

Net OREO decreased $8.3 million or 22.9% since year-end 1991 and $29.6 million or 51.5% from March 31, 1991. These reductions have primarily been the result of sales.

During 1991 the Comptroller of the Currency provided guidelines to measure the levels of performance of nonaccrual loans. The following table reflects these levels as of March 31, 1992:

	Contractual Balance	Carrying Balance
	(Dollars in thousands)	
Contractually current	$16,207	$17,978
Contractually past due –		
with substantial performance	5,351	6,756
with limited performance	9,175	10,496
with no performance	4,035	4,992
Total nonaccrual loans	$34,768	$40,222

In the above table, substantial performance is defined as loans that have met at least 85% of contractual payments during 1992. Limited performance includes those loans on which any payments have been made during the year. The gross interest income from nonaccrual and restructured loans – had they been performing in accordance with their original terms would have been approximately $757 thousand and $888 thousand for the three months ended March 31, 1992 and 1991, respectively. Payments received on a particular nonaccrual loan are generally applied to any principal balance before interest income is recorded. The amount of interest from these nonaccrual and restructured loans included in interest income was approximately $2 thousand and $137 thousand for the first three months of 1992 and 1991 respectively.

"Potential problem loans" are those loans which, although currently performing, have credit weaknesses such that management has serious doubts as to the borrowers' future ability to comply with present terms, and thus may result in a change to nonperforming status. Management has identified, through internal credit ratings, certain performing loans which demonstrate some deterioration in credit quality and, accordingly, are reviewed more carefully. At March 31, 1992, these loans totalled $10.5 million, compared to $13.3 million at December 31, 1991 and $19.7 million at March 31, 1991. Of these amounts, approximately $1.3 million, $3.7 million and $1.6 million represented letters of credit and unfunded loan commitments at March 31, 1992, December 31, 1991, and March 31, 1991, respectively. Exposure to loss of principal on such loans and commitments was estimated to be approximately $2.1 million at March 31, 1992, $2.5 million at December 31, 1991 and $3.4 million at March 31, 1991, all of which was allocated in the reserve for possible loan losses at the respective dates.

Highly leveraged transactions include bank financing related to corporate buyouts and full business recapitalizations, which financing exceeds $20 million. The Company's bank subsidiaries participate with other banking institutions in transactions which are considered highly leveraged transactions. This category, which has been monitored since 1989, will be phased out during the current year. The Company's bank subsidiaries have committed $7.2 million on these transactions and had outstanding balances related thereto of $1.9 million at March 31, 1992. This compares to commitments of $11.5 million and $21.8 million of which $5.7 million and $7.6 million were outstanding as of year-end 1991 and March 31, 1991 respectively.

Loan concentrations are another important factor in the assessment of risk in the loan portfolio. The percentage composition of the loan portfolio for the last five quarters is reflected in the following table.

	1992	1991			
	March 31	Dec. 31	Sept. 30	June 30	March 31
Commercial	43.2%	46.3%	45.9%	44.9%	45.7%
Energy	7.2	7.1	7.4	7.3	8.1
Real estate	11.8	10.6	11.2	11.0	10.3
Real estate – mortgage	22.3	20.3	19.9	20.4	20.0
Correspondent and regional	2.7	3.4	3.8	4.0	4.0
Personal	12.8	12.3	11.8	12.4	11.9

Asset and Liability Management

A senior management committee, the Asset/Liability Management Committee, has the responsibility for monitoring and coordinating the asset and liability position, interest sensitivity, liquidity and other resource planning strategies of the Company. Part of the asset and liability management process requires the monitoring and evaluation of the liquidity position of the Company to assess changes in reliable funding sources and net liquid assets. This process of matching potentially volatile funds against various forms of balance sheet liquidity provided by normal loan repayments, funds sold, investments and trading account securities is performed at each subsidiary bank and coordinated at the parent level.

One measure of liquidity is the net funds position. This position is the net of the principal sources of asset liquidity (federal funds sold and securities purchased under agreements to resell, interest-bearing deposits at banks and other short-term investments, including term federal funds sold which are classified as loans) less short-term borrowings (federal funds purchased and securities sold under agreements to repurchase and other short-term borrowings). Downstream correspondent banks continued to be principal providers of federal funds to the Company's subsidiary banks.

Net borrowed funds of the Company averaged $46.6 million during the first three months of 1992 compared to a net funds sold position of $9.7 million during the first three months of 1991. The Company had a net borrowed funds position amounting to $29.3 million at March 31, 1992 compared to $38.6 million at March 31, 1991. The increase in the average net borrowed funds position reflects the movement of funds to investment securities.

Sources of short-term asset liquidity averaged $214.8 million during the first three months of 1992 and $385.0 million during the first three months of 1991; and were $172.2 million and $263.9 million at March 31, 1992 and 1991, respectively. In addition, approximately $144.3 million (16.2%) of the Company's securities portfolio matures within one year.

Additional liquidity is available in the form of loans which can be pledged to secure Treasury, Tax and Loan ("TT&L") borrowings and borrowings from the Federal Reserve discount window. A total of approximately $250.9 million of loans and other assets were available for pledging at March 31, 1992, of which $79.0 million was in use at that date to collateralize TT&L borrowings of $52.9 million.

Capital Funds

Equity capital as a percentage of total assets amounted to 7.4% at March 31, 1992 compared to 6.4% and 7.0% at December 31, 1991 and March 31, 1991 respectfully. The leverage ratio, defined as tier 1 capital (see definition below) divided by average adjusted total assets, is designed to limit the amount of leverage a bank can undertake due to the ratio's emphasis on equity or core capital. The Company's leverage ratio was 7.33% on tier 1 capital of $160.6 million at March 31, 1992 compared to 6.96% on $155.5 million at December 31, 1991 and 6.91% on $154.6 million at March 31, 1991. The risk-based capital ratio, defined as total capital (tier 1 plus tier 2 capital) divided by risk-weighted assets, is the regulators' primary determinant of capital adequacy and was designed principally as a measure of credit risk. Banking organizations are being given until this year-end to achieve compliance with the risk-based capital ratio requirements of 8%. Tier 1 capital includes common equity and noncumulative preferred stock minus intangible assets. Tier 2 capital includes supplementary elements such as limited amounts of reserves for possible loan losses, perpetual preferred stock, subordinated debt and other items.

The Company had a risk-based capital ratio at March 31, 1992 of 16.22%. This compares to 14.42% at December 31, 1991 and 14.45% at March 31, 1991. Liberty Oklahoma City and Liberty Tulsa had risk-based capital ratios at March 31, 1992 of 14.29% and 17.67%, respectively.

Regulatory Matters

Liberty Oklahoma City and Liberty Tulsa continue to operate under separate administrative agreements with the Office of the Comptroller of the Currency ("Comptroller") issued in 1984. These agreements were described in detail in the 1991 Annual Report to Shareholders.

Liberty Oklahoma City is required under its agreement to maintain a primary capital-to-average assets ratio "in excess of 6%". At March 31, 1992, Liberty Oklahoma City had a primary capital-to-first quarter average assets ratio of 7.67%. In the third quarter of 1991, in recognition of the bank's improved condition, the Comptroller amended Liberty Tulsa's agreement to a less restrictive requirement restated to reflect the new risk-based capital requirements. Liberty Tulsa is required to maintain a tier I capital-to-risk- weighted assets ratio of 9% and a tier 1 capital-to-average adjusted total assets ratio of 4.5%. At March 31, 1992, Liberty Tulsa exceeded both the requirements with respective ratios of 16.42% and 7.19%. Management fully intends to continue to take such actions as are necessary to maintain full compliance with the continuing aspects of the administrative agreements.

Parent Company Funding Sources and Dividends

At March 31, 1992, the parent company had cash and interest-bearing deposits of $10.3 million compared to $8.2 million at year-end 1991 and $7.7 million at March 31, 1991. The primary changes in the funding position of the parent company are due to sales of other real estate owned, mortgage loan payoffs and investment dividends received during the first quarter of 1992. The parent company also redeemed its long-term installment notes in April, 1992 at a cost of $1.9 million. The parent company uses these liquid sources, earnings, retained rights to gains from mortgage servicing or other assets and funds provided by the subsidiary banks, to fund its operating expenses and to service its remaining debt. Funds provided by the subsidiary banks have generally been provided by management fees. While it is legally permissible (with regulatory approval) for both Liberty Oklahoma City and Liberty Tulsa to begin paying dividends during 1992, no such dividends are expected in the near term. However, the parent Company's current liquidity and cash sources are anticipated to be adequate to meet its obligations in the near term.

Cash dividends on the Company's common stock were suspended beginning in the first quarter of 1986 and are not anticipated to be paid until the Company's profitability is substantially improved and the payment of such dividends is in compliance with all applicable regulatory requirements and policies.

Summary of Income
(Dollars in thousands, except per share data)

	1992	1991			
	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest Income (1)					
Loans	$15,277	$16,179	$16,808	$17,458	$19,626
Investment securities					
Taxable	15,303	15,090	13,684	14,140	13,983
Nontaxable	1,197	1,201	1,167	1,160	1,179
Trading account securities	117	112	143	117	165
Total securities	16,617	16,403	14,994	15,417	15,327
Funds sold and other	1,699	3,147	3,969	3,308	4,832
Total Interest Income (1)	**33,593**	**35,729**	**35,771**	**36,183**	**39,785**
Interest Expense					
Savings and money market accounts	4,541	5,626	5,816	5,402	5,253
Other time deposits	9,927	12,187	12,472	12,414	13,455
Short-term indebtedness	2,428	3,360	3,230	3,637	5,593
Long-term indebtedness	222	228	247	250	252
Total Interest Expense	**17,118**	**21,401**	**21,765**	**21,703**	**24,553**
Net Interest Income (1)	**16,475**	**14,328**	**14,006**	**14,480**	**15,232**
Tax-equivalent adjustment	680	686	707	740	790
Net Interest Income	**15,795**	**13,642**	**13,299**	**13,740**	**14,442**
Provision for possible loan losses	–	1,998	–	104	150
Noninterest income	12,807	11,877	11,116	10,797	10,110
Noninterest expenses	24,052	22,604	22,870	23,000	22,413
Income before income taxes	4,550	917	1,545	1,433	1,989
Provision for income taxes	1,191	118	259	234	314
Income before extraordinary item	3,359	799	1,286	1,199	1,675
Extraordinary item, net of taxes	1,107	106	190	253	283
Net Income	**$ 4,466**	**$ 905**	**$ 1,476**	**$ 1,452**	**$ 1,958**
Per Common Share					
Income before extraordinary item – primary and fully-diluted	$ .38	$ .09	$ .15	$ .14	$ .19
Net income – primary and fully-diluted	.50	.10	.17	.17	.22
Cash dividends declared	–	–	–	–	–

(1) Tax-equivalent at the statutory rate – 34% in 1992 and 1991.

Average Balance Sheets
(Dollars in thousands)

	1992	1991			
	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Assets					
Loans	$ 762,538	$ 760,198	$ 727,471	$ 747,499	$ 808,830
Investment securities					
Taxable	826,676	769,645	668,469	682,635	661,774
Nontaxable	54,960	56,042	56,853	57,045	58,038
Trading account securities	7,082	6,972	7,655	6,618	8,256
Total Securities	888,718	832,659	732,977	746,298	728,068
Funds sold and other	166,322	254,837	275,541	225,178	304,482
Total Earning Assets	**1,817,578**	**1,847,694**	**1,735,989**	**1,718,975**	**1,841,380**
Reserve for possible loan losses	(25,842)	(24,284)	(24,227)	(24,591)	(24,785)
Cash and due from banks (noninterest-bearing)	268,970	267,224	239,217	242,845	266,525
Other real estate and assets owned, net	31,923	39,876	48,824	55,124	62,126
Other assets	102,608	107,604	96,991	92,543	92,816
Total Assets	**$2,195,237**	**$2,238,114**	**$2,096,794**	**$2,084,896**	**$2,238,062**
Liabilities and Shareholders' Investment					
Demand deposits	$ 536,310	$ 538,863	$ 504,721	$ 509,175	$ 533,783
Savings and money market accounts	490,830	472,288	445,943	417,110	408,499
Other time deposits	708,329	737,952	709,371	697,288	729,173
Total Deposits	1,735,469	1,749,103	1,660,035	1,623,573	1,671,455
Short-term indebtedness	261,360	289,985	239,427	266,171	375,245
Other liabilities	25,247	28,607	27,210	26,745	24,726
Long-term indebtedness	9,773	9,967	10,626	10,761	10,843
Shareholders' investment	163,388	160,452	159,496	157,646	155,793
Total Liabilities and Shareholders' Investment	**$2,195,237**	**$2,238,114**	**$2,096,794**	**$2,084,896**	**$2,238,062**

Average Yields and Rates (1) and (2)

	1992	1991			
	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Earning Assets					
Loans	8.0%	8.4%	9.2%	9.4%	9.8%
Investment securities					
Taxable	7.4	7.8	8.1	8.3	8.6
Nontaxable	8.7	8.5	8.1	8.2	8.2
Trading account securities	6.6	6.4	7.4	7.1	8.1
Total securities	7.5	7.8	8.1	8.3	8.5
Funds sold and other	4.1	4..	5.7	5.9	6.4
Total Earning Assets	**7.4%**	**7.7%**	**8.2%**	**8.4%**	**8.8%**
Interest-Bearing Liabilities					
Savings and money market accounts	3.7%	4.7%	5.2%	5.2%	5.2%
Other time deposits	5.6	6.6	7.0	7.1	7.5
Short-term indebtedness	3.7	4.6	5.4	5.5	6.0
Long-term indebtedness	9.1	9.1	9.2	9.3	9.4
Total Interest-Bearing Liabilities	**4.7%**	**5.6%**	**6.1%**	**6.3%**	**6.5%**
Average Yield on Earning Assets	7.4%	7.7%	8.2%	8.4%	8.8%
Average Rate on Funding Sources	3.8	4.6	5.0	5.1	5.4
Net Interest Margin (tax-equivalent)	**3.6%**	**3.1%**	**3.2%**	**3.3%**	**3.4%**
Ratios					
Net noninterest expenses as % of average earning assets	2.48%	2.30%	2.69%	2.85%	2.71%
Rate of return on					
Average earning assets	.99	.19	.34	.34	.43
Average total assets	.82	.16	.28	.28	.35
Average shareholders' investment	10.99	2.24	3.67	3.69	5.10
Average earning assets as % of average total assets	82.80	82.56	82.79	82.45	82.28
Net loan losses as % of average loans	.24	.03	.14	.35	.06
Provision for possible loan losses as % of average loans	N/A	1.04	N/A	.06	.08
Reserve for possible loan losses at period end as % of loans outstanding	3.34	3.06	2.93	3.08	2.94
Reserve for possible loan losses at period end as % of nonperforming loans	69.84	68.80	77.21	73.05	70.42
Nonperforming loans as % of loans outstanding	4.78	4.44	3.79	4.21	4.17
Primary capital as % of adjusted quarterly average assets (3)	8.67	8.20	8.62	8.60	7.98
Leverage capital as % of adjusted quarterly average assets (4)	7.33	6.96	7.38	7.49	6.91
Average shareholders' investment as % of average total assets	7.44	7.17	7.61	7.56	6.96
Book value per common share	$18.71	$18.21	$18.10	$17.92	$17.75

(1) Tax-equivalent amounts computed using the statutory tax rate of 34% in 1992 and 1991. Because of the Company's net operating loss carryforwards available to offset taxable income, the Company does not receive full benefit from tax-exempt assets. The taxable equivalent adjustments shown above are for comparative purposes.
(2) Rate of return ratios have been computed based upon net income.
(3) Primary capital includes shareholders' investment and the reserve for possible loan losses.
(4) Leverage capital is common equity plus noncumulative preferred stock minus intangible assets.

Consolidated Balance Sheets

	March 31, 1992	December 31, 1991	March 31, 1991
	(Dollars in thousands)		
Assets			
Cash and due from banks			
Noninterest-bearing	$ 334,983	$ 325,060	$ 273,996
Interest-bearing	2,661	665	422
Federal funds sold and securities purchased under agreements to resell	119,570	316,490	163,340
Trading account securities	3,842	6,099	3,691
Investment securities	889,318	846,474	764,551
Loans	764,341	850,499	845,479
Less: Reserve for possible loan losses	(25,530)	(25,988)	(24,851)
Loans, net	738,811	824,511	820,628
Other real estate and assets owned, net	27,898	36,180	57,524
Property and equipment, net	47,689	48,065	49,132
Accrued income receivable	16,523	17,392	19,774
Accounts receivable	29,384	40,967	66,122
Other assets	26,610	27,618	11,515
Total Assets	**$2,237,289**	**$2,489,541**	**$2,230,695**
Liabilities and Shareholders' Investment			
Deposits			
Noninterest-bearing	$ 637,472	$ 675,881	$ 544,430
Interest-bearing	1,181,241	1,233,383	1,138,847
Total deposits	1,818,713	1,909,264	1,683,277
Short-term borrowing			
Federal funds purchased and securities sold under agreements to repurchase	138,215	136,781	183,638
Other	63,275	227,407	118,829
Accrued interest, expenses and taxes	14,049	19,142	16,479
Accounts payable	26,092	25,453	60,584
Other liabilities	2,507	1,890	1,392
Long-term notes	9,693	9,828	10,798
Total Liabilities	**2,072,544**	**2,329,765**	**2,074,997**
Commitments and Contingencies			
Shareholders' Investment			
Common Stock, $.10 par value, 125,000,000 shares authorized, 8,804,765, 8,772,268 and 8,772,107 shares issued at March 31, 1992, December 31, 1991 and March 31, 1991, respectively	880	877	877
Capital surplus	203,196	202,781	202,780
Accumulated deficit	(36,239)	(40,705)	(44,538)
Treasury stock, at cost – 51 common shares at March 31, 1992, December 31, 1991 and March 31, 1991, respectively	(1)	(1)	(1)
Deferred compensation	(3,091)	(3,176)	(3,420)
Total Shareholders' Investment	**164,745**	**159,776**	**155,698**
Total Liabilities and Shareholders' Investment	**$2,237,289**	**$2,489,541**	**$2,230,695**

The accompanying notes are an integral part of these balance sheets.

Consolidated Statements of Income

	Three Months Ended March 31,	
	1992	1991
	(Dollars in thousands, except per share data)	
Interest Income		
Loans	$15,025	$19,276
Investments		
Taxable	15,303	13,983
Nontaxable	778	756
Trading account	108	148
Federal funds sold and other	1,699	4,832
Total Interest Income	32,913	38,995
Interest Expense		
Deposits	14,468	18,708
Short-term borrowings	2,428	5,593
Long-term notes	222	252
Total Interest Expense	17,118	24,553
Net Interest Income	15,795	14,442
Provision for possible loan losses	0	150
Net Interest Income After Provision	15,795	14,292
Noninterest Income		
Credit card fees	373	368
Trust fees	4,085	3,701
Mortgage banking income	1 932	1,077
Service charges on deposits	2,786	2,161
Trading account profits and commissions	890	1,012
Net securities gains (losses)	62	101
Other	2,679	1,690
Total Noninterest Income	12,807	10,110
Noninterest Expense		
Salaries	9,141	9,707
Employee benefits	1,935	1,917
Net occupancy expense	1,639	1,649
Equipment expenses	1,670	1,681
Professional and other services	1,960	1,819
Data processing expenses	1,422	1,366
Deposit insurance assessment	974	780
Net costs of (income from) operation of other real estate and nonperforming assets	(765)	(152)
Other	6,076	3,646
Total Noninterest Expense	24,052	22,413
Income before income taxes and extraordinary item	4,550	1,989
Provision for income taxes	1,191	314
Income before extraordinary item	3,359	1,675
Utilization of net operating loss carryforwards	1,107	283
Net Income	$ 4,466	$ 1,958
Income Per Share		
Income before extraordinary items -- Primary and fully-diluted	$ .38	$ .19
Extraordinary items -- Primary and fully-diluted	.12	.03
Net income -- Primary and fully-diluted	$ .50	$ .22

The accompanying notes are an integral part of these statements.

Consolidated Statements of Changes in Shareholders' Investment

	Common Stock					
	Par Value	Capital Surplus	Accumulated Deficit	Treasury Stock	Deferred Compensation	Total Shareholders' Investment
			(Dollars in thousands)			
Balance January 1, 1991	**$874**	**$202,546**	**$(46,496)**	**$(1)**	**$(3,498)**	**$153,425**
Net income	–	–	1,958	–	–	1,958
Payments on employee stock option plan loan	–	–	–	–	78	78
Common stock issued to employee benefit and dividend reinvestment plans (31,116 shares)	3	234	–	–	–	237
Balance March 31, 1991	**$877**	**$202,780**	**$(44,538)**	**$(1)**	**$(3,420)**	**$155,698**
Balance January 1, 1992	**$877**	**$202,781**	**$(40,705)**	**$(1)**	**$(3,176)**	**$159,776**
Net income	–	–	4,466	–	–	4,466
Payments on employee stock option plan loan	–	–	–	–	85	85
Common stock issued to employee benefit plans (32,497 shares)	3	415	–	–	–	418
Balance March 31, 1992	**$880**	**$203,196**	**$(36,239)**	**$(1)**	**$(3,091)**	**$164,745**

The accompanying notes are an integral part of these statements.

Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
	1992	1991
	(Dollars in thousands)	
Cash provided by operating activities		
Net income	$ 4,466	$ 1,958
Adjustments to reconcile net income to net cash provided by operating activities		
Provisions for possible losses on loans and other real estate and assets owned	77	732
Depreciation and amortization	1,742	1,305
Net accretion of investment securities	(594)	(690)
Gain on sale of assets	(2,188)	(1,763)
Change in trading account securities	4,781	5,514
Loans made for purposes of resale	(39,405)	(25,027)
Proceeds from sale of loans held for resale	37,701	23,775
Change in accrued income and accounts receivable	12,104	(40,481)
Change in accrued expenses, accounts payable and other liabilities	(3,912)	33,942
Change in other assets	(980)	2,506
Net cash provided by operating activities	13,792	1,771
Cash provided (absorbed) by investing activities		
Maturities of investment securities	47,335	26,402
Sales of investment securities	98,736	72,345
Purchases of investment securities	(188,262)	(163,254)
Change in net loans made by bank subsidiaries	87,235	(60,809)
Principal payments received on loans made by parent company and nonbank subsidiaries	550	385
Loans made to customers by nonbank subsidiaries	(68)	–
Expenditures for property and equipment	(820)	(613)
Proceeds from sale of property and equipment	4	6
Proceeds from sale of other real estate and assets acquired in settlement of loans	9,391	8,115
Capitalized expenditures for other real estate and assets acquired in settlement of loans	–	(68)
Purchases of mortgage servicing contracts	–	(43)
Net cash provided (absorbed) by investing activities	54,101	(117,534)
Cash provided (absorbed) by financing activities		
Change in savings and demand deposits	(55,166)	(116,454)
Change in time deposits	(35,385)	(49,917)
Change in short-term borrowings	(162,698)	(90,597)
Payments on long-term notes	(148)	(136)
Proceeds from sale of treasury stock and issuance of common stock for employees' and shareholders' plans	418	237
Principal payments received on employee stock option plan loan	85	78
Net cash provided (absorbed) by financing activities	(253,894)	(256,789)
Net change in cash and cash-equivalents	(185,001)	(372,552)
Cash and cash-equivalents at January 1	642,215	810,310
Cash and cash-equivalents at March 31	$ 457,214	$ 437,758

Interest paid during the first quarters of 1992 and 1991 totalled $22,254,000 and $39,154,000, respectively.
Taxes paid during the first quarter of 1991 totalled $124,000. No taxes were paid in the first quarter of 1992.
During the first quarters of 1992 and 1991, net transfers of loans to other real estate and assets owned totalled approximately $97,000 and $518,000, respectively.

The accompanying notes are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Accounting Policies

The condensed financial statements included herein have been prepared by Banks of Mid-America, Inc. (the "Company") without audit, and include all adjustments which, in the opinion of management, are of a normal recurring nature and are necessary to present fairly the results of the interim periods, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures, normally included in financial statements prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to such rules and regulations. Certain reclassifications have been made to provide consistent financial statement classifications in the periods presented herein. Such reclassifications had no effect on net income or total assets.

It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's 1991 annual report on Form 10-K.

(2) Earnings Per Share

Earnings per share are calculated using the Company's weighted average common and common-equivalent shares (primarily stock options) outstanding during the periods. The weighted average number of shares used to compute primary and fully-diluted earnings per share are presented below.

	Three Months Ended March 31,	
	1992	1991
	(In thousands)	
Weighted average shares outstanding		
Primary	8,864	8,756
Fully-diluted	8,878	8,756

DIRECTORS

Molly Shi Boren
Attorney

Donald L. Brawner, M.D.
Retired Surgeon

Thomas G. Donnell
President and Chief
Executive Officer
Cain's Coffee Company

Robert S. Ellis, M.D.
Physician
Oklahoma Allergy Clinic

Martin E. Fate, Jr.
President and Chief
Executive Officer
Public Service Company of Oklahoma

William J. Fisher, Jr.
Chairman, President and
Chief Executive Officer
FISHERCORP, Inc.

C.W. Flint, Jr.
Chairman
Flint Industries, Inc.

James L. Hall, Jr.
Member
Crowe & Dunlevy

Raymond H. Hefner, Jr.
Chairman and
Chief Executive Officer
Bonray Drilling Corporation

Walter H. Helmerich, III
Chairman
Helmerich & Payne, Inc.

Joseph S. Jankowsky
Private Investor

John E. Kirkpatrick
Chairman Emeritus of the Board
President
Kirkpatrick Oil Company

Edward C. Lawson, Jr.
President
Lawson Petroleum Company

Herb Mee, Jr.
President and Director
Beard Oil Company

Charles E. Nelson
Chairman and Chief
Executive Officer

William G. Paul
Senior Vice President
and General Counsel
Phillips Petroleum Company

W.N. Pirtle
Senior Vice President
Oklahoma Natural Gas Company

V. Lee Powell
President and Director
Fremont Energy Corporation

Jon R. Stuart
President and Chief
Operating Officer
First Stuart Corporation

Robert E. Torray
Chairman and President
Robert E. Torray & Co., Inc.

John S. Zink
President
Zapco, Inc.

ADVISORY DIRECTORS/ DIRECTORS EMERITUS OF THE COMPANY OR SUBSIDIARY BANKS

William C. Douce
Retired Chairman
Phillips Petroleum Company

Jean I. Everest
Private Investor

Phillip F. Farha
Private Investor

A.P. Martin
Chairman
Okemah National Bank

Burch Mayo
Private Investor

Gene C. Meyer
Southern Division Vice President
Weyerhaeuser Forest Products Company

Gerard J. Rothlein, Jr.
President and Chief Executive Officer
Children's Medical Center

Jack C. Tway
President
R.R. Tway, Inc.

J. Otis Winters
Chairman
Pate, Winters & Stone, Inc.

Henry Zarrow
President and Director
Sooner Pipe & Supply Corporation

SENIOR OFFICERS OF THE COMPANY

John E. Kirkpatrick
Chairman Emeritus of the Board

Charles E. Nelson *
Chairman and Chief Executive Officer

W.H. Thompson Jr. †
President

William M. Bell *
Senior Vice President – Trust

Charles K. Block *
Senior Vice President – Credit Services

Kenneth R. Brown *
Senior Vice President – Investments

John L. Cooper * †
Senior Vice President – Operations and Data Processing

Mischa Gorkuscha *
Senior Vice President, Chief Financial Officer and Secretary

* Also, Senior Officer of Liberty Oklahoma City

† Also, Senior Officer of Liberty Tulsa

Rodney L. Lee *
Senior Vice President and Controller

Barney Lehmbeck *
Senior Vice President – Marketing

W. Jeffrey Pickryl * †
Senior Vice President – Commercial Banking

Stephen D. Plunk †
Senior Vice President – Operations, Special Assets

Douglas L. Ruhl *
Senior Vice President – Retail

Daniel L. Shelton *
Senior Vice President – Human Resources

N. Earl Willey
Senior Vice President – Auditor

SENIOR OFFICERS OF LIBERTY TULSA

W.H. Thompson, Jr.
Chairman and Chief Executive Officer

Stephen D. Plunk
President

Robert A. Geweniger
Senior Vice President – Trust

Debra G. Masters
Senior Vice President – Finance and Administration

SENIOR OFFICERS OF LIBERTY OKLAHOMA CITY

Charles E. Nelson
Chairman, President and Chief Executive Officer

William M. Bell
Vice Chairman

Don E. Balaban
Senior Vice President – Trust

D. Dewayne Davidson
President and Chief Executive Officer of Liberty Mortgage Company

CORPORATE INFORMATION

Executive Offices
Banks of Mid-America, Inc.
Liberty Tower
100 North Broadway
Oklahoma City, OK 73102

Common Stock
Traded Over-The-Counter
NASDAQ National Market System
Symbol: BOMA

Form 10-K and Requests for Information
Readers wishing more detailed information about Banks of Mid-America may obtain a copy of its Form 10-K upon written request to:

Corporate Secretary
Banks of Mid-America, Inc.
P.O. Box 25848
Oklahoma City, OK 73125

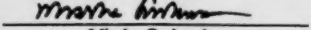
Stock Transfer Agent and Registrar
Contact our stock transfer agent at the above address for assistance regarding:

- Change of address
- Transfer of stock certificates
- Replacement of lost, stolen or destroyed certificates
- Elimination of duplicate mailings

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BANKS OF MID-AMERICA, INC.



Mischa Gorkuscha
Senior Vice-President, Secretary and
Chief Financial Officer
(Principal Financial Officer)

Dated May 13, 1992

BANKS OF MID-AMERICA, INC

FORM 10-Q

For the Quarter Ended March 31, 1992

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